

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
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**EIGHTEENTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS
FOR PERIOD FROM MARCH 1, 2020 THROUGH JUNE 30, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: November 16, 2018, *nunc pro tunc* to November 15, 2018

Period for which compensation and reimbursement is sought: March 1, 2020 through June 30, 2020

Monthly Fees Incurred: \$0

20% Holdback: \$0

Total Compensation Less 20% Holdback: \$0

Monthly Expenses Incurred: \$92,328.96

Total Fees and Expenses Due: \$92,328.96

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this Eighteenth Monthly Fee Statement (the “Eighteenth Monthly Fee Statement”), seeking reimbursement of expenses incurred as counsel to the Debtors, for the period from March 1, 2020 through June 30, 2020 (the “Eighteenth Monthly Fee Period”).³ By this Eighteenth Monthly Fee

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

³ Paul, Weiss also incurred \$19,353.00 for services rendered during the Eighteenth Monthly Fee Period, for which Paul, Weiss is not currently requesting compensation. However, Paul, Weiss reserves all rights to include any such amounts as part of any future monthly, interim, or fee statement.

Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$92,328.96, as reimbursement of one hundred percent (100%) of actual and necessary expenses incurred.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of expenses incurred and reimbursement sought, by expense type, for the Eighteenth Monthly Fee Period.

Notice and Objection Procedures

Notice of this Eighteenth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden,

Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Eighteenth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 6, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of expenses at issue (an “Objection”).

If no objections to this Eighteenth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay one hundred percent (100%) of the expenses identified herein.

If an objection to this Eighteenth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Eighteenth Monthly Fee Statement to which the objection is directed and promptly pay the disbursements in the as set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: July 22, 2020
New York, New York

/s/ Paul M. Basta

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Exhibit A

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD MARCH 1, 2020 THROUGH JUNE 30, 2020**

Expenses Category	Total Expenses (\$)
Professional Services ⁴	89,928.50
Court Costs and Litigation Expenses	140.00
Information Retrieval Services	1,982.85
Duplicating Expenses	10.80
Local Transportation Expenses	266.81
TOTAL	92,328.96

⁴ Expenses categorized as “Professional Services” on this Eighteenth Monthly Fee Statement include \$89,928.50 of expenses incurred in connection with electronic discovery. The invoices for such expenses are attached hereto as part of Exhibit A.

AlixPartners

March 18, 2020

Jonathan Hurwitz
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

Inv. No.: 2122017
Client: 012347

Federal Tax ID 38-3637158

For Professional Services: February 1, 2020 through February 29, 2020

Current Charges:	Units	Rate	Amount
Hosting Fees (GB)	3,509.3	10.00	35,093.00
User Fees	2	50.00	100.00
Project Archive Flat Fee	1.0	17,500.00	17,500.00
Total			52,693.00

Current Charges:	Hours	Amount
Project Management	1.5	337.50
Total		337.50

Total Amount Due **USD 53,030.50**

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in any currency:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033
SWIFT: BKTRUS33XXX

AlixPartners

February 28, 2020

Jonathan Hurwitz
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

Inv. No.: 2121446
Client: 012347

Federal Tax ID 38-3637158

For Professional Services: January 1, 2020 through January 31, 2020

Current Charges:	Units	Rate	Amount
Hosting Fees (GB)	3,509.3	10.00	35,093.00
User Fees	3	50.00	150.00
Total			35,243.00

Current Charges:	Hours	Amount
Project Management	7.0	1,575.00
Technical Time	0.8	80.00
Total		1,655.00

Total Amount Due **USD 36,898.00**

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in any currency:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033
SWIFT: BKTRUS33XXX